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ROYAL DELUXE HOLDINGS LIMITED

御佳控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3789)

DISCLOSEABLE TRANSACTIONS PURCHASE OF EQUIPMENT

THE PURCHASE ORDERS

During the period from 30 April 2022 to 10 February 2023 (both dates inclusive), the Purchaser, an indirect wholly-owned subsidiary of the Company, has entered into a series of purchase orders with the Vendor, an Independent Third Party, for individual purchases of Equipment at an aggregate consideration of approximately HK\$11,070,530.

LISTING RULES IMPLICATIONS

Each of the purchase orders, on a stand-alone basis, does not constitute a notifiable transaction for the Company as none of the applicable percentage ratio(s) exceeds 5%. As the Group entered into the purchase orders with the Vendor within a 12-month period, the transactions contemplated thereunder are aggregated as a series of transactions pursuant to Rules 14.22 and 14.23 of the Listing Rules.

As the highest applicable percentage ratio in respect of the purchase orders, when aggregated, exceeds 5% but is less than 25%, the transactions contemplated under the purchase orders constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements under the Listing Rules.

INTRODUCTION

During the period from 30 April 2022 to 10 February 2023 (both dates inclusive), the Purchaser, an indirect wholly-owned subsidiary of the Company, has entered into a series of purchase orders with the Vendor, an Independent Third Party, for individual purchases of Equipment at an aggregate consideration of approximately HK\$11,070,530.

THE PURCHASE ORDERS

The principal terms of the purchase orders are as follows.

No.	Date of purchase order	Equipment purchased	Consideration (HK\$)	Payment terms	Delivery Schedule
1	30 April 2022	205 sets of Equipment	\$2,113,550.00	The consideration and a delivery fee of HK\$87,244.31 was settled by the Purchaser in cash on 27 June 2022	The Equipment shall be delivered on or before 5 June 2022
2	30 June 2022	288 sets of Equipment	\$2,653,920.00	The consideration and a delivery fee of HK\$148,505.21 was settled by the Purchaser in cash on 28 November 2022	The Equipment shall be delivered on or before 5 August 2022
3	31 July 2022	126 sets of Equipment	\$1,161,090.00	The consideration and a delivery fee of HK\$37,121.00 was settled by the Purchaser in cash on 28 November 2022	The Equipment shall be delivered on or before 5 September 2022

No.	Date of purchase order	Equipment purchased	Consideration (HK\$)	Payment terms	Delivery Schedule
4	10 February 2023	280 sets of Equipment	\$2,580,200.00	<p>30% of the consideration shall be payable as the down payment upon giving the relevant purchase order;</p> <p>40% of the consideration shall be payable upon completion of the trial assembly of the iron components of the Equipment;</p> <p>the remaining balance to be paid within 30 days after the delivery of the Equipment</p>	The Equipment shall be delivered at or before the end of March 2023
5	10 February 2023	278 sets of Equipment	\$2,561,770.00	<p>30% of the consideration shall be payable as the down payment upon giving the relevant purchase order;</p> <p>40% of the consideration shall be payable upon completion of the trial assembly of the iron components of the Equipment;</p> <p>the remaining balance to be paid within 30 days after the delivery of the Equipment</p>	The Equipment shall be delivered at or before the end of March 2023

The consideration of each unit of Equipment purchased under the purchase orders above were arrived at after arm's length negotiations between the Vendor and the Group and agreed with reference to (i) the (then) applicable market price of the Equipment; and (ii) the quotations obtained from other suppliers of Equipment. The Directors consider the purchase orders entered into with the Vendor were on normal commercial terms.

REASONS FOR AND BENEFITS OF ENTERING INTO THE PURCHASE ORDERS

The Group is principally engaged in the provision of formwork erection as well as related ancillary services. The purchase orders for the Equipment were placed in the ordinary and usual course of business of the Group in support of the Group's subcontract for the formwork works at the Third Runway Concourse Foundation and Substructure works at the Third Runway System at Hong Kong International Airport. In addition, the Equipment are purchased to ensure an optimal level of Equipment is maintained in anticipation of the future subcontracts secured by the Group.

The Directors (including the independent non-executive Directors) believe that the terms of each of the purchase orders are fair and reasonable and are in the interests of the Group and the Shareholders as a whole.

INFORMATION OF THE COMPANY AND THE PURCHASER

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of formwork erection and related ancillary services in Hong Kong.

The Purchaser is an indirect wholly-owned subsidiary of the Company and is principally engaged in the development of construction technology and the table formwork rental services business.

INFORMATION OF THE VENDOR

The Vendor is a limited liability company incorporated under the Laws of Hong Kong and is principally engaged in the business of the supply of construction materials.

Based on the information available to the Company, the Vendor is wholly owned by Mr. Au Chi Yin. To the best of the Director's knowledge, information and belief having made all reasonable enquiries, the Vendor and Mr. Au Chi Yin are Independent Third Parties.

LISTING RULES IMPLICATION

Each of the purchase orders, on a stand-alone basis, does not constitute a notifiable transaction for the Company as none of the applicable percentage ratio(s) exceeds 5%. As the Group entered into the purchase orders with the Vendor within a 12-month period, the transactions contemplated thereunder are aggregated as a series of transactions pursuant to Rules 14.22 and 14.23 of the Listing Rules.

As the highest applicable percentage ratio in respect of the purchase orders, when aggregated, exceeds 5% but is less than 25%, the transactions contemplated under the purchase orders constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors;
“Company”	Royal Deluxe Holdings Limited (御佳控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 12 April 2016, registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 17 May 2016, whose shares are listed on the Stock Exchange (Stock Code: 3789);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Equipment”	zinc-plated formwork frame;
“Group”	the Company and its subsidiaries;

“HK\$”	the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company or its connected persons;
“Listing Rules”	the Rules governing the Listing of Securities on the Stock Exchange;
“Purchaser”	Genuine Treasure Construction Technology Company Limited (俊川建築科技有限公司), an indirect wholly-owned subsidiary of the Company;
“Shareholder(s)”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor”	Chun Ho Building Materials Limited (俊浩建材有限公司), a limited liability company established under the Laws of Hong Kong;
“%”	per cent.

By order of the Board
Royal Deluxe Holdings Limited
Wang Kei Ming
Chairman and Executive Director

Hong Kong, 10 February 2023

As at the date of this announcement, the Board comprises Mr. Wang Kei Ming and Mr. Wang Yu Hin as executive Directors; and Mr. Kwong Ping Man, Mr. Lai Ah Ming Leon and Mr. Sio Kam Seng as independent non-executive Directors